

ATTACHMENT Q-8

Articles of Incorporation and Certificate of Incorporation in Illinois

ATTACHMENT #1

ACCESS2GO, INC.

ARTICLES OF INCORPORATION

ARTICLE 7

PARAGRAPH ONE: No holder of any class or series of stock of the Corporation shall have cumulated voting rights with respect to any matter voted upon by the holders of such stock.

PARAGRAPH TWO: Each of the following matters when submitted to shareholders vote pursuant to the requirements of the Business Corporation Act of 1983, as amended from time to time, or any successor statute, shall require for its adoption, approval or authorization, as the case may be, the affirmative vote of the holders of at least a majority of the total outstanding shares entitled to vote on the matter and, if applicable, the affirmative vote of the holders of at least a majority of the outstanding shares of each class or series of shares entitled to vote as a class on the matter:

- (i) a proposed amendment to these Articles of Incorporation;
- (ii) a plan of merger, consolidation or exchange;
- (iii) a sale, lease, exchange, or other disposition of all, or substantially all, the property and assets, with or without the good will, of the corporation, if not made in the usual and regular course of business, and the determination of, or authorization of the board of directors to determine, any and all of the terms and conditions thereof and the consideration to be received by the corporation therefor; and
- (iv) a resolution to voluntarily dissolve the corporation.

When recorded, return to: John S. Elias
Elias, Meginnnes, Riffle, & Seghetti, P.C.
416 Main Street, Suite 1400
Peoria, IL 61602

DEC-23-2002 02:31PM FROM: ELIAS MEGINNES RIFFLE AND SEGNETTI

3096878814

T-272 P.002/004 F-398

Form: **BCA-2.10****ARTICLES OF INCORPORATION**

6225-066-6

(Rev. Jan. 1999)

This space for use by Secretary of State

SUBMIT IN DUPLICATE!

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
<http://www.sos.state.il.us>

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois P.A.'s check or money order, payable to "Secretary of State."

FILED

JUN 06 2002

JESSE WHITE
SECRETARY OF STATEThis space for use by
Secretary of State

Date 6-6-02

Franchise Tax \$ 25.00
Filing Fee \$ 75.00

Approved: KK 100.00

1. CORPORATE NAME: Access2Go, Inc.

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent:	John	S.	Elias
	First Name	Middle Initial	Last name
Initial Registered Office:	416 Main Street		Suite 1400
	Number	Street	Suite #
	Peoria	Peoria	61602
	City	County	Zip Code

3. Purpose or purposes for which the corporation is organized:
(If not sufficient space to cover this point, add one or more sheets of this size.)

To do any and all acts and things for which corporations may be incorporated under the Business Corporation Act of 1983.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
COMMON	\$ NO PAR	100,000	1,000	\$1,000
TOTAL = \$ 1,000				

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:

(If not sufficient space to cover this point, add one or more sheets of this size.)

(over)

RECORDED OF DEEDS

Handwritten signature

11 JUN 02 15 18

FILED
PEORIA COUNTY
STATE OF ILLINOIS

02-23769

DEC-23-2002 02:31PM FROM: ELIAS BEGINNES RIFFLE AND SEGNETTI

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5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: _____
 (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:
- | Name | Residential Address | City, State, ZIP |
|------|---------------------|------------------|
| | | |
| | | |
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6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
 (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. **OPTIONAL: OTHER PROVISIONS SEE ATTACHMENT #1**
 Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated June 3, 2002
 (Month & Day) Year

Signature and Name	Address
1. <u>John S. Elias</u> Signature John S. Elias (Type or Print Name)	1. <u>416 Main Street, Suite 1400</u> Street Peoria, IL 61602 City/Town State Zip Code
2. _____ Signature (Type or Print Name)	2. _____ Street City/Town State Zip Code
3. _____ Signature (Type or Print Name)	3. _____ Street City/Town State Zip Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
 - The filing fee is \$75.
 - The minimum total due (franchise tax + filing fee) is \$100.
 (Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
 - The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- Illinois Secretary of State Springfield, IL 62756
 Department of Business Services Telephone (217) 782-9522 or 782-9523